

JS 44C/SDNY
REV. 7/2012

CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for use of the Clerk of Court for the purpose of initiating the civil docket sheet.

PLAINTIFFS

FEDERAL HOUSING FINANCE AGENCY, as Conservator of the Federal
Home Loan Mortgage Corporation
FEDERAL HOME LOAN MORTGAGE CORPORATION

ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)

Michael J. Canning, Richard M. Alexander, Nancy G. Milburn*
Arnold & Porter LLP, 399 Park Avenue, New York, NY 10022
Telephone: (212) 715-1000; Facsimile: (212) 715-1399

DEFENDANTS

LEHMAN BROTHERS HOLDINGS INC.

ATTORNEYS (IF KNOWN)

David J. Lender, Lori R. Fife, Alfredo R. Perez
Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153
Telephone: (212) 310-8000; Facsimile: (212) 310-8007CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE)
(DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

Housing and Economic Recovery Act of 2008, 12 U.S.C. § 4501, et seq. (2008)

Has this or a similar case been previously filed in SDNY at any time? No ☒ Yes ☐ Judge Previously AssignedIf yes, was this case Vol. ☐ Invol. ☐ Dismissed. No ☐ Yes ☐ If yes, give date _____ & Case No. _____IS THIS AN INTERNATIONAL ARBITRATION CASE? No ☒ Yes ☐

(PLACE AN [x] IN ONE BOX ONLY)

NATURE OF SUIT

TORTS		ACTIONS UNDER STATUTES			
CONTRACT	PERSONAL INJURY	PERSONAL INJURY	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 INSURANCE	<input type="checkbox"/> 310 AIRPLANE	<input type="checkbox"/> 362 PERSONAL INJURY -	<input type="checkbox"/> 610 AGRICULTURE	<input type="checkbox"/> 422 APPEAL	<input type="checkbox"/> 400 STATE
<input type="checkbox"/> 120 MARINE	<input type="checkbox"/> 315 AIRPLANE PRODUCT	<input type="checkbox"/> MED MALPRACTICE	<input type="checkbox"/> 620 OTHER FOOD &	<input type="checkbox"/> 28 USC 158	<input type="checkbox"/> REAPPORTIONMENT
<input type="checkbox"/> 130 MILLER ACT	<input type="checkbox"/> LIABILITY	<input type="checkbox"/> 365 PERSONAL INJURY	<input type="checkbox"/> DRUG	<input checked="" type="checkbox"/> 423 WITHDRAWAL	<input type="checkbox"/> 410 ANTITRUST
<input type="checkbox"/> 140 NEGOTIABLE	<input type="checkbox"/> 320 ASSAULT, LIBEL &	<input type="checkbox"/> PRODUCT LIABILITY	<input type="checkbox"/> 625 DRUG RELATED	<input type="checkbox"/> 28 USC 157	<input type="checkbox"/> 430 BANKS & BANKING
<input type="checkbox"/> INSTRUMENT	<input type="checkbox"/> SLANDER	<input type="checkbox"/> 368 ASBESTOS PERSONAL	<input type="checkbox"/> SEIZURE OF		<input type="checkbox"/> 450 COMMERCE
<input type="checkbox"/> 150 RECOVERY OF	<input type="checkbox"/> 330 FEDERAL	<input type="checkbox"/> INJURY PRODUCT	<input type="checkbox"/> PROPERTY		<input type="checkbox"/> 460 DEPORTATION
<input type="checkbox"/> OVERPAYMENT &	<input type="checkbox"/> EMPLOYERS'	<input type="checkbox"/> LIABILITY	<input type="checkbox"/> 21 USC 881		<input type="checkbox"/> 470 RACKETEER INFLU-
<input type="checkbox"/> ENFORCEMENT	<input type="checkbox"/> LIABILITY		<input type="checkbox"/> LIQUOR LAWS		<input type="checkbox"/> ENCED & CORRUPT
<input type="checkbox"/> OF JUDGMENT	<input type="checkbox"/> 340 MARINE		<input type="checkbox"/> 630 RR & TRUCK		<input type="checkbox"/> ORGANIZATION ACT
<input type="checkbox"/> 151 MEDICARE ACT	<input type="checkbox"/> 345 MARINE PRODUCT		<input type="checkbox"/> 640 AIRLINE REGS	<input type="checkbox"/> 820 COPYRIGHTS	<input type="checkbox"/> (RICO)
<input type="checkbox"/> 152 RECOVERY OF	<input type="checkbox"/> LIABILITY	<input type="checkbox"/> 370 OTHER FRAUD	<input type="checkbox"/> 650 OCCUPATIONAL	<input type="checkbox"/> 830 PATENT	<input type="checkbox"/> 480 CONSUMER CREDIT
<input type="checkbox"/> DEFAULTED	<input type="checkbox"/> 350 MOTOR VEHICLE	<input type="checkbox"/> 371 TRUTH IN LENDING	<input type="checkbox"/> 660 SAFETY/HEALTH	<input type="checkbox"/> 840 TRADEMARK	<input type="checkbox"/> 490 CABLE/SATELLITE TV
<input type="checkbox"/> STUDENT LOANS	<input type="checkbox"/> 355 MOTOR VEHICLE	<input type="checkbox"/> 380 OTHER PERSONAL	<input type="checkbox"/> 690 OTHER		<input type="checkbox"/> 810 SELECTIVE SERVICE
<input type="checkbox"/> (EXCL VETERANS)	<input type="checkbox"/> PRODUCT LIABILITY	<input type="checkbox"/> PROPERTY DAMAGE			<input type="checkbox"/> 850 SECURITIES/
<input type="checkbox"/> RECOVERY OF	<input type="checkbox"/> 360 OTHER PERSONAL	<input type="checkbox"/> 385 PROPERTY DAMAGE			<input type="checkbox"/> COMMODITIES/
<input type="checkbox"/> OVERPAYMENT	<input type="checkbox"/> INJURY	<input type="checkbox"/> PRODUCT LIABILITY			<input type="checkbox"/> EXCHANGE
<input type="checkbox"/> OF VETERANS'					<input type="checkbox"/> 875 CUSTOMER
<input type="checkbox"/> BENEFITS					<input type="checkbox"/> CHALLENGE
<input type="checkbox"/> 160 STOCKHOLDERS					<input type="checkbox"/> 12 USC 3410
<input type="checkbox"/> SUITS					<input type="checkbox"/> 890 OTHER STATUTORY
<input type="checkbox"/> 190 OTHER					<input type="checkbox"/> ACTIONS
<input type="checkbox"/> CONTRACT					<input type="checkbox"/> 891 AGRICULTURAL ACTS
<input type="checkbox"/> 195 CONTRACT					<input type="checkbox"/> 892 ECONOMIC
<input type="checkbox"/> PRODUCT					<input type="checkbox"/> STABILIZATION ACT
<input type="checkbox"/> LIABILITY					<input type="checkbox"/> 893 ENVIRONMENTAL
<input type="checkbox"/> 196 FRANCHISE					<input type="checkbox"/> MATTERS
					<input type="checkbox"/> 894 ENERGY
					<input type="checkbox"/> ALLOCATION ACT
					<input type="checkbox"/> 895 FREEDOM OF
					<input type="checkbox"/> INFORMATION ACT
					<input type="checkbox"/> 900 APPEAL OF FEE
					<input type="checkbox"/> DETERMINATION
					<input type="checkbox"/> UNDER EQUAL
					<input type="checkbox"/> ACCESS TO JUSTICE
					<input type="checkbox"/> 950 CONSTITUTIONALITY
					<input type="checkbox"/> OF STATE STATUTES

Check if demanded in complaint:

CHECK IF THIS IS A CLASS ACTION
UNDER F.R.C.P. 23DO YOU CLAIM THIS CASE IS RELATED TO A CIVIL CASE NOW PENDING IN S.D.N.Y.?
IF SO, STATE:

DEMAND \$ _____ OTHER _____ JUDGE _____ DOCKET NUMBER _____

Check YES only if demanded in complaint
JURY DEMAND: ☐ YES ☐ NO

NOTE: Please submit at the time of filing an explanation of why cases are deemed related.

*Mark S. Landman, Landman Corsi Ballaine & Ford P.C., 120 Broadway, New York, New York 10271, Telephone: (212) 238-4800;
Facsimile: (212) 238-4848

H. Pursuant to the New EETC, American is required, among other things, to make the Prepetition Notes Repayment and to obtain the release of the liens securing the Prepetition Secured Obligations on the terms set forth in this Order.

I. The Prepetition Notes Repayment does not require the payment of any Prepetition Make-Whole Amount pursuant to the Prepetition Notes Indentures and operation of law.

J. The Aircraft constitute "equipment" within the meanings of sections 1110(a)(3)(A)(i) and 1110(a)(3)(B) of the Bankruptcy Code and, together with the New Indentures and the New Equipment Notes, are subject to the provisions of section 1110 of the Bankruptcy Code, except as described in the last sentence of this paragraph. American holds an air carrier operating certificate issued by the Secretary of Transportation pursuant to chapter 447 of title 49, United States Code, for aircraft capable of carrying 10 or more individuals or 6,000 pounds or more of cargo. As provided in Section 7.12 of the New Participation Agreements and Section 10.12 of the New Indentures, the stay arising under section 1110 of the Bankruptcy Code will not be applicable to the Aircraft during these chapter 11 cases with respect to the New Financing Agreements and obligations thereunder.

K. Good cause exists for granting the New Loan Trustee relief from the automatic stay pursuant to section 362 of the Bankruptcy Code to permit the New Loan Trustee and the other parties to the New Financing Agreements to enforce the terms of the New Financing Agreements to which each such person is a party and to exercise any and all remedies thereunder without further order of this Court (except as provided herein), on the terms and conditions set forth in the New Financing Agreements and this Order.

L. The terms and conditions of the New Financing Agreements are fair, reasonable and appropriate under the circumstances, including, without limitation, provisions requiring

(PLACE AN x IN ONE BOX ONLY)

ORIGIN

- ☒ 1 Original Proceeding ☐ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from (Specify District) ☐ 6 Multidistrict Litigation ☐ 7 Appeal to District Judge from Magistrate Judge Judgment
- ☐ a. all parties represented
☐ b. At least one party is pro se.

(PLACE AN x IN ONE BOX ONLY)

BASIS OF JURISDICTION

- ☐ 1 U.S. PLAINTIFF ☐ 2 U.S. DEFENDANT ☒ 3 FEDERAL QUESTION (U.S. NOT A PARTY) ☐ 4 DIVERSITY

IF DIVERSITY, INDICATE
CITIZENSHIP BELOW.
(28 USC 1332, 1441)

CITIZENSHIP OF PRINCIPAL PARTIES (FOR DIVERSITY CASES ONLY)

(Place an [X] in one box for Plaintiff and one box for Defendant)

	PTF	DEF		PTF	DEF		PTF	DEF
CITIZEN OF THIS STATE	<input type="checkbox"/>	<input type="checkbox"/>	CITIZEN OR SUBJECT OF A FOREIGN COUNTRY	<input type="checkbox"/>	<input type="checkbox"/>	INCORPORATED and PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE	<input type="checkbox"/>	<input type="checkbox"/>
CITIZEN OF ANOTHER STATE	<input type="checkbox"/>	<input type="checkbox"/>	INCORPORATED or PRINCIPAL PLACE OF BUSINESS IN THIS STATE	<input type="checkbox"/>	<input type="checkbox"/>	FOREIGN NATION	<input type="checkbox"/>	<input type="checkbox"/>

PLAINTIFF(S) ADDRESS(ES) AND COUNTY(IES)

Federal Housing Finance Agency
400 7th Street, SW
Washington, DC 20024

Federal Home Loan Mortgage Corporation
8200 Jones Branch Drive
McLean, VA 22102

District of Columbia

Fairfax County

DEFENDANT(S) ADDRESS(ES) AND COUNTY(IES)

Lehman Brothers Holdings Inc.
1271 Avenue of the Americas
New York, NY 10020

New York County

DEFENDANT(S) ADDRESS UNKNOWN

REPRESENTATION IS HEREBY MADE THAT, AT THIS TIME, I HAVE BEEN UNABLE, WITH REASONABLE DILIGENCE, TO ASCERTAIN THE RESIDENCE ADDRESSES OF THE FOLLOWING DEFENDANTS:

Check one: THIS ACTION SHOULD BE ASSIGNED TO: ☐ WHITE PLAINS ☒ MANHATTAN
(DO NOT check either box if this a PRISONER PETITION/PRISONER CIVIL RIGHTS COMPLAINT.)

DATE 10/21/13 SIGNATURE OF ATTORNEY OF RECORD

ADMITTED TO PRACTICE IN THIS DISTRICT

RECEIPT #

☐ NO
☒ YES (DATE ADMITTED Mo. 12 Yr. 1973)
Attorney Bar Code # MC8060

Magistrate Judge is to be designated by the Clerk of the Court.

Magistrate Judge _____ is so Designated.

Ruby J. Krajick, Clerk of Court by _____ Deputy Clerk, DATED _____.

UNITED STATES DISTRICT COURT (NEW YORK SOUTHERN)

avoidance of doubt, any Prepetition Make-Whole Amount) and the other Operative Documents or Pass Through Documents (as such terms are defined in the applicable Prepetition Notes Indenture, the “**Prepetition Operative Documents**” and the “**Prepetition Pass Through Documents**”, respectively).

E. All of the Prepetition Notes became immediately due and payable on the Commencement Date.

F. On January 11, 2012, pursuant to Section 1110(a) of the Bankruptcy Code and that this Court’s Order approving the Debtor’s *Motion for an Order Authorizing the Debtors to (I) Enter Into Agreements Under Section 1110(A) Of The Bankruptcy Code, (II) Enter Into Stipulations To Extend The Time To Comply With Section 1110 Of The Bankruptcy Code And (III) File Redacted Section 1110(B) Stipulations* [Docket No. 190], American elected pursuant to section 1110(a) of the Bankruptcy Code to agree to perform under the Prepetition Notes during these chapter 11 cases and has made all regularly scheduled payments of principal and interest due under the Prepetition Notes since the Commencement Date.

G. The Debtors are unable to obtain postpetition financing in an amount required to fund the Prepetition Notes Repayment on more favorable terms than those reflected in the New Financing Agreements. The Debtors are unable to obtain unsecured credit to fund the Prepetition Notes Repayment allowable only as an administrative expense pursuant to section 503(b)(1) of the Bankruptcy Code. The Debtors are also unable to obtain credit to fund the Prepetition Notes Repayment without granting to the New Loan Trustee (for the ratable benefit of the holders of the New Equipment Notes) liens on assets of the Debtors pursuant to section 364(c)(2) of the Bankruptcy Code. The New EETC will result in substantial benefits to the Debtors in light of the reduced interest rates payable thereunder.